



29 October 2013

By Electronic Lodgement
Company Announcements Office
ASX Limited
Exchange Centre
Level 4, 20 Bridge Street
SYDNEY NSW 2000

NON-RENOUNCEABLE RIGHTS ISSUE

Please find following, copy of letters to be sent to eligible Shareholders and ineligible shareholders in relation to the above subject.

Yours faithfully
By order of the Board

Chris Powell
Company Secretary

Level 6, 345 Ann St Brisbane Queensland 4000
PO Box 10919, Adelaide Street, Brisbane Queensland 4000
Phone: + 61 7 3220 2022 Fax: + 61 7 3220 1291
info@capex.net.au www.capex.net.au

CONNECT WITH US:



We find it, We prove it, We make it possible





29 October 2013

Dear Shareholder

NON-RENOUCEABLE RIGHTS ISSUE

On 28 October 2013, Carpentaria Exploration Limited (ASX: CAP) (**Carpentaria**) announced a non-underwritten, non-renounceable pro rata entitlement issue of 1 new fully paid share (**New Share**) for every 8 ordinary shares held at A\$0.155 cents per New Share subscribed, to raise up to approximately A\$2,330,000 before costs (**Rights Issue**).

Full details of the Rights Issue are set out in the Offer Memorandum and Appendix 3B lodged with ASX on 28 October 2013. A copy of the Offer Memorandum is available to download from both the ASX website (at www.asx.com.au) and Carpentaria's website (at www.carpentariaex.com.au).

Eligible shareholders will receive on or around 12 November 2013 a copy of the Offer Memorandum including a personalised Entitlement and Acceptance Form which will provide detailed instructions on how to participate in the Rights Issue.

Timetable

The anticipated timetable for the Rights Issue is as follows:

Event	Date
Announcement of Rights Issue – announcement of Rights Issue, Offer Memorandum and ASX Appendix 3B and the Cleansing Notice (given under section 708AA(2)(f) of the Corporations Act) lodged with the ASX	28 October 2013
'Ex' date – the date on which Shares commence trading on an "ex" entitlement basis	30 October 2013
Record Date – the date for determining entitlements of Shareholders to participate in the Rights Issue (5.00pm AEDT)	6 November 2013
Offer Memorandum sent to Shareholders – dispatch of Offer Memorandum and Entitlement and Acceptance Forms, and lodgement of cleansing notice – Rights Issue opens for acceptances	12 November 2013
Closing date – the last day for receipt of Entitlement and Acceptance Forms (5.00pm AEDT)	11 December 2013
Shortfall notification date	16 December 2013
Allotment date – allotment of New Shares	19 December 2013

Level 6, 345 Ann St Brisbane Queensland 4000
PO Box 10919, Adelaide Street, Brisbane Queensland 4000
Phone: + 61 7 3220 2022 Fax: + 61 7 3220 1291
info@capex.net.au www.capex.net.au

CONNECT WITH US:



We find it, We prove it, We make it possible





Dispatch date –despatch of Transaction Confirmation Statements	20 December 2013
Expected commencement of normal trading in New Shares on ASX	20 December 2013

Carpentaria reserves the right to amend this timetable subject to the Listing Rules and Corporations Act.

As required by the ASX Listing Rules, the key information in connection with the Rights Issue is set out below for your reference:

Entitlement	Each eligible shareholder will be entitled to subscribe for one (1) new fully paid ordinary share (New Share) for every eight (8) ordinary shares held by the eligible shareholder. Any fractional entitlements will be rounded up to the nearest whole number.
Issue Price	The issue price is A\$0.155 (15.5 cents) per New Share, which represents a 14.6% discount to Carpentaria's volume weighted average share price for the 30 days on which shares traded up to 24 October 2013 (being the day the Company went into a trading halt pending announcement of the Rights Issue) of A\$0.18 (0.18 cents) per share.
Terms of issue of securities	Each New Share will rank equally with and be issued on the same terms as those quoted fully paid ordinary shares already issued by Carpentaria. Application for quotation of the New Shares offered under the Rights Issue was made by Carpentaria on 28 October 2013.
Record Date	The record date to determine entitlements of eligible shareholders is 5.00pm AEDT on 6 November 2013 (Record Date).
Shortfall	Eligible shareholders will be able to apply for additional New Shares in excess of their entitlement at the same issue price of A\$0.155 per New Share. Allocation of additional New Shares applied for will be subject to there being a shortfall in subscriptions under the Rights Issue and subject to the Board's discretion.
Non-Renounceable	The Rights Issue is non-renounceable. Accordingly rights will not be tradeable on ASX or otherwise transferrable. Shareholders who do not take up their entitlements in full will not receive any value in respect of that part of their entitlement that they do not take up. Shareholders who are not eligible to receive entitlements will not receive any value in respect of entitlements they would have received had they been eligible.
Eligibility	Only shareholders with registered addresses in Australia or New Zealand as at the Record Date will be eligible to participate in the Rights Issue. Shares commence trading without the entitlement to participate in the Rights Issue on 30 October 2013 (the Ex Date for the Rights Issue, being 4 business days prior to the Record Date).
Non-Underwriting	The Rights Issue is not underwritten.
Use of Funds Raised	The capital raised from the Rights Issue will be directed towards the meeting development cost requirements in the medium term for the Hawsons Project in order to retain its 60% interests and to develop and



	participate in other potential strategic & operational opportunities involving the Hawsons Project.
Maximum number of securities to be issued	A maximum of approximately 15,013,346 (based on the Company's undiluted share capital as at close of business 28 October 2013 following completion of the Placement) New Shares will be issued under the Rights Issue. This number excludes any allowance for shares issued in the event any option holders exercise their right to convert their options to ordinary shares prior to the Record Date. This number is also subject to reconciliation of entitlements and rounding. Based on that number, the maximum number of listed ordinary shares on issue following the Rights Issue will be approximately 135,120,117.
Dividend Policy	Carpentaria does not have a dividend policy and does not intend to declare a dividend in the near future.
Shareholder approval	No shareholder approval will be required for the Rights Issue.
Disclosure	The Rights Issue is being made in accordance with section 708AA of the <i>Corporations Act 2001</i> and without a prospectus.

If you are eligible and wish to participate in the Rights Issue, it will be necessary for you to complete and return the personalised Entitlement and Acceptance Form that will accompany the Offer Memorandum expected to be sent to eligible shareholders on 12 November 2013 in accordance with the instructions on that form.

If you have any queries about the Rights Issue, please contact either Carpentaria's Share Registry, Link Market Services Limited, on 1300 222 378 (within Australia) or +61 1300 222 378 (outside Australia).

Yours faithfully
By order of the Board

Chris Powell
Company Secretary



29 October 2013

Dear Overseas Shareholder

NON-RENOUNCEABLE RIGHTS ISSUE

On 28 October 2013, Carpentaria Exploration Limited (ASX: CAP) (**Carpentaria**) announced a non-underwritten, non-renounceable pro-rata entitlement issue of 1 new fully paid share (**New Share**) for every 8 ordinary shares held at A\$0.155 cents per New Share subscribed, to raise up to approximately A\$2,330,000 before costs (**Rights Issue**).

Full details of the Rights Issue are set out in the Offer Memorandum and Appendix 3B lodged with ASX on 28 October 2013. A copy of the Offer Memorandum is available to download from both the ASX website (at www.asx.com.au) and Carpentaria's website (at www.carpentariaex.com.au).

Carpentaria has determined, pursuant to the *Corporations Act* 2001 (Cth) and Listing Rule 7.7.1(a) of the ASX Listing Rules, that it would be unreasonable to make offers under the Rights Issue to shareholders with a registered address outside of Australia or New Zealand having regard to the number of shareholders in such places, the number and value of the New Shares they would be offered and the potentially substantial costs of complying with the legal and regulatory requirements in those jurisdictions.

Accordingly, in compliance with ASX Listing Rule 7.7.1(a) and the Corporations Act, Carpentaria wishes to advise that it will not be extending the Rights Issue to Shareholders with registered addresses outside of Australia or New Zealand as at the record date, being 6 November 2013 (**Record Date**). Your shareholding in Carpentaria is currently registered to an address outside of Australia and New Zealand.

If you have any queries about the Rights Issue, please contact either Carpentaria's Share Registry, Link Market Services Limited, on 1300 222 378 (within Australia) or +61 1300 222 378 (outside Australia).

Yours faithfully
By order of the Board

Chris Powell
Company Secretary

Level 6, 345 Ann St Brisbane Queensland 4000
PO Box 10919, Adelaide Street, Brisbane Queensland 4000
Phone: + 61 7 3220 2022 Fax: + 61 7 3220 1291
info@capex.net.au www.capex.net.au

CONNECT WITH US:



We find it, We prove it, We make it possible

